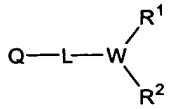
WHAT IS CLAIMED IS:

1. A compound having the formula (**I**):



I

or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof, wherein

W is a 5-6, 6-6 or 5-5 or fused bicyclic ring system, wherein one or both rings are aromatic, containing a nitrogen atom and from 0 to 3 additional heteroatoms selected from the group consisting of N, O and S, wherein

(i) the ring fusion atoms are independently CH or N, with the proviso that the ring fusion atoms are not both N; and

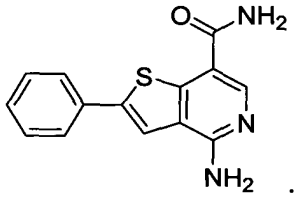
(ii) the atoms to which L, R^1 and R^2 are attached are independently selected from the group consisting of =C–, –CH– and –N–;

R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-C(O)R^{1a}$, -CH(=NOH), $-N(R^{1b})C(O)R^{1a}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, $-C(O)N(R^{1a})OR^{1b}$, $-(C_1\text{-}C_4)$alkylene-$N(R^{1b})C(O)R^{1a}$, $-(C_1\text{-}C_4)$alkylene-$C(O)NR^{1a}R^{1b}$ and heteroaryl; wherein R^{1a} and R^{1b} are selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_2\text{-}C_6)$heteroalkyl, hydroxy$(C_1\text{-}C_4)$alkyl, fluoro$(C_1\text{-}C_4)$alkyl, cyano$(C_1\text{-}C_4)$alkyl, cyclo$(C_3\text{-}C_8)$alkyl, mono- or di-hydroxycyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl-$(C_1\text{-}C_4)$alkyl; and optionally, R^{1a} is attached to an adjacent ring member of W relative to the point of attachment of R^1 to form an additional 5- or 6-membered fused ring, or R^{1a} and R^{1b} are combined with their intervening atoms to form a 3-, 4-, 5- or 6-membered ring;

R^2 is selected from the group consisting of $-NR^{2a}R^{2b}$ and –OH; wherein R^{2a} and R^{2b} are selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_2\text{-}C_6)$heteroalkyl, mono- or di-hydroxy$(C_1\text{-}C_4)$alkyl, fluoro$(C_1\text{-}C_4)$alkyl, cyano$(C_1\text{-}C_4)$alkyl, cyclo$(C_3\text{-}C_8)$alkyl, mono- or di-hydroxycyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl-$(C_1\text{-}C_4)$alkyl, aryl, aryl$(C_1\text{-}C_4)$alkyl, heteroaryl, heteroaryl$(C_1\text{-}C_4)$alkyl, $-C(O)\text{-}(C_1\text{-}C_4)$alkyl, $-C(O)\text{-}(C_1\text{-}C_4)$alkoxy, $-C(O)$-heterocyclo$(C_3\text{-}C_8)$alkyl and C(O)-fluoro$(C_1\text{-}C_4)$alkyl; and optionally, R^{2a} and R^{2b} may be combined with the nitrogen atom to which each is attached to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S;

L is a divalent linkage selected from the group consisting of a single bond, (C_1-C_4)alkylene, $-C(O)-$, $-C(O)N(R^3)-$, $-SO_2N(R^3)-$, $-C(R^3)=C(R^4)-$, $-O-$, $-S-$ and $-N(R^3)-$; wherein R^3 and R^4 are independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl;

Q is selected from the group consisting of (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)alkoxy, halogen, aryl, aryl(C_1-C_4)alkyl, heteroaryl, cyclo(C_3-C_8)alkyl, cyclo(C_5-C_8)alkenyl and heterocyclo(C_3-C_8)alkyl, wherein each of the moieties is optionally further substituted, with the proviso that said compound is other than



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2. The compound of Claim **1**, wherein Q is selected from the group consisting of phenyl, naphthyl, pyridyl, furyl, thienyl, thiazolyl, isothiazolyl, triazolyl, imidazolyl, oxazolyl, isoxazolyl, pyrrolyl, pyrrolidinyl, pyrazolyl, pyrazinyl, pyridazinyl, pyrimidyl, benzofuryl, tetrahydrobenzofuryl, isobenzofuryl, benzthiazolyl, benzoisothiazolyl, benzotriazolyl, indolyl, isoindolyl, benzoxazolyl, quinolyl, tetrahydroquinolyl, isoquinolyl, benzimidazolyl, benzisoxazolyl, benzothienyl, cyclopentyl and cyclohexyl.

3. The compound of Claim **1**, wherein Q is unsubstituted phenyl or phenyl substituted with from 1 to 3 substituents selected from the group consisting of halogen, cyano, nitro, cyano(C_2-C_6)alkenyl, nitro(C_2-C_6)alkenyl, -R', $-OR'$, $-NR'R''$, $-C(O)R'$, $-CO_2R'$, $-C(O)NR'R''$, $-NR''C(O)R'$, $-NR''CO_2R'$, $-NR'C(O)NR''R'''$, $-S(O)R'$, $-SO_2R'$, $-SO_2NR'R''$, $-NR''SO_2R'$, $-OC(O)NR'R''$, $-X-C(O)R'$, $-X-CO_2R'$, $-X-C(O)NR'R''$, $-X-NR''C(O)R'$, $-X-NR''CO_2R'$, $-X-NR'C(O)NR''R'''$, $-X-S(O)R'$, $-X-SO_2R'$, $-X-SO_2NR'R''$, $-X-NR''SO_2R'$ and $-X-OC(O)NR'R''$, and optionally R' or R'' is attached to an adjacent ring atom on the phenyl group to form a 5- or 6-membered fused ring; wherein

X is (C_1-C_6)alkylene; and

R', R'' and R''' are independently selected from the group consisting of hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_1\text{-}C_6)$heteroalkyl, hydroxy$(C_1\text{-}C_4)$alkyl, fluoro$(C_1\text{-}C_4)$alkyl, cyano$(C_1\text{-}C_4)$alkyl, cyano$(C_1\text{-}C_4)$haloalkyl, cyclo$(C_3\text{-}C_8)$alkyl, mono- or di-hydroxycyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl-$(C_1\text{-}C_4)$alkyl, aryl, aryl$(C_1\text{-}C_4)$alkyl, heteroaryl, heteroaryl$(C_1\text{-}C_4)$alkyl, $-C(O)\text{-}(C_1\text{-}C_4)$alkyl, $-C(O)\text{-}(C_1\text{-}C_4)$alkoxy, $-C(O)$-heterocyclo$(C_3\text{-}C_8)$alkyl and -C(O)-fluoro$(C_1\text{-}C_4)$alkyl; and optionally, any two of R', R'' and R''' can be combined with their intervening atom(s) to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S.

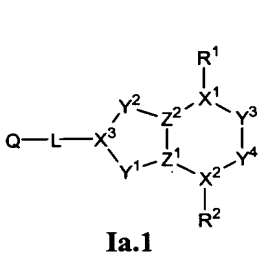
4. The compound of Claim **1**, wherein Q is unsubstituted thienyl or thienyl substituted with from 1 to 3 substituents selected from the group consisting of halogen, cyano, nitro, cyano$(C_2\text{-}C_6)$alkenyl, nitro$(C_2\text{-}C_6)$alkenyl, -R', $-OR'$, $-NR'R''$, $-C(O)R'$, $-CO_2R'$, $-C(O)NR'R''$, $-NR''C(O)R'$, $-NR''CO_2R'$, $-NR'C(O)NR''R'''$, $-S(O)R'$, $-SO_2R'$, $-SO_2NR'R''$, $-NR''SO_2R'$, $-OC(O)NR'R''$, $-X\text{-}C(O)R'$, $-X\text{-}CO_2R'$, $-X\text{-}C(O)NR'R''$, -X-NR''C(O)R', -X-NR''CO_2R', -X-NR'C(O)NR''R''', $-X\text{-}S(O)R'$, $-X\text{-}SO_2R'$, $-X\text{-}SO_2NR'R''$, -X-NR''SO_2R' and $-X\text{-}OC(O)NR'R''$, and optionally R' or R'' is attached to an adjacent ring atom on the thienyl group to form a 5- or 6-membered fused ring; wherein

X is $(C_1\text{-}C_6)$alkylene; and

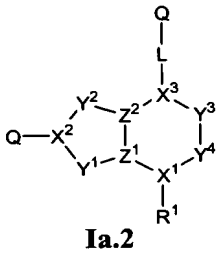
R', R'' and R''' are independently selected from the group consisting of hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_1\text{-}C_6)$heteroalkyl, hydroxy$(C_1\text{-}C_4)$alkyl, fluoro$(C_1\text{-}C_4)$alkyl, cyano$(C_1\text{-}C_4)$alkyl, cyano$(C_1\text{-}C_4)$haloalkyl, cyclo$(C_3\text{-}C_8)$alkyl, mono- or di-hydroxycyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl-$(C_1\text{-}C_4)$alkyl, aryl, aryl$(C_1\text{-}C_4)$alkyl, heteroaryl, heteroaryl$(C_1\text{-}C_4)$alkyl, $-C(O)\text{-}(C_1\text{-}C_4)$alkyl, $-C(O)\text{-}(C_1\text{-}C_4)$alkoxy, $-C(O)$-heterocyclo$(C_3\text{-}C_8)$alkyl and -C(O)-fluoro$(C_1\text{-}C_4)$alkyl; and optionally, any two of R', R'' and R''' can be combined with their intervening atom(s) to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S.

5. The compound of Claim **1**, wherein R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, $-C(O)R^{1a}$, imidazolyl, pyrazolyl, tetrazolyl, oxazolyl, thiazolyl, thienyl and pyridyl.

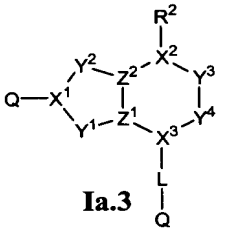
6. The compound of Claim **1**, having a formula selected from the group consisting of:



Ia.1



Ia.2



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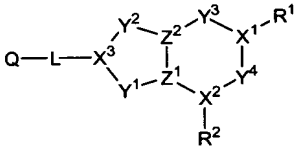

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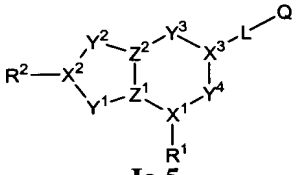

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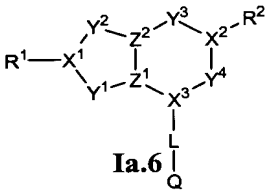

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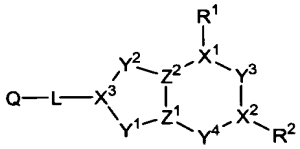
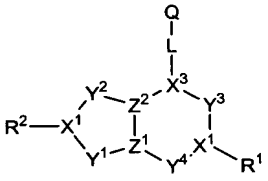
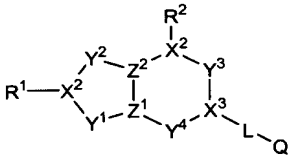


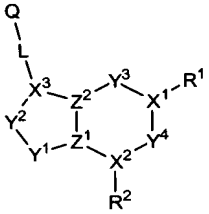
Ia.7



Ia.8



Ia.9



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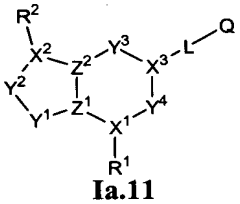
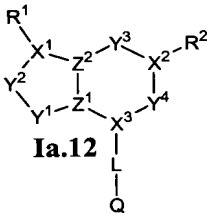
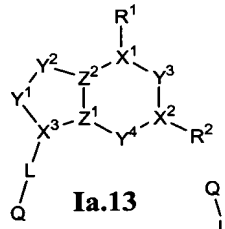


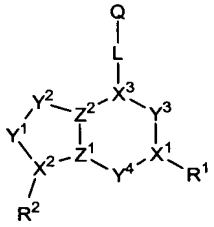
Ia.11



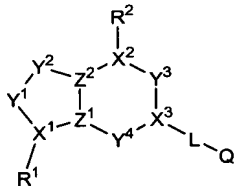
Ia.12



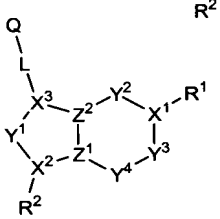
Ia.13



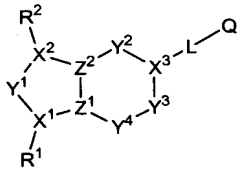
Ia.14



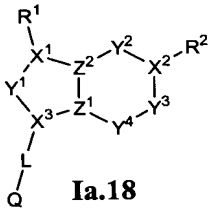
Ia.15



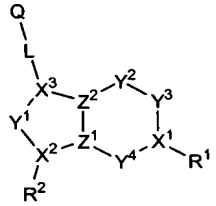
Ia.16



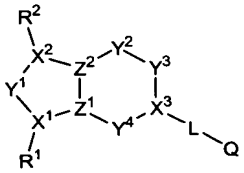
Ia.17



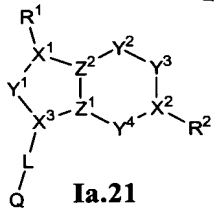
Ia.18



Ia.19



Ia.20



Ia.21

wherein

X^1, X^2 and X^3 are independently selected from the group consisting of =C–, –CH– and –N–;

Y^1, Y^2, Y^3 and Y^4 are independently selected from the group consisting of $=C(R^{5a})–$, $–C(R^5)(R^6)–$, –C(O)–, =N–, $–N(R^5)–$, –O– and $–S(O)_m–$;

Z^1 and Z^2 are independently CH or N;

each R^5 and R^6 is independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, halogen, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl; and

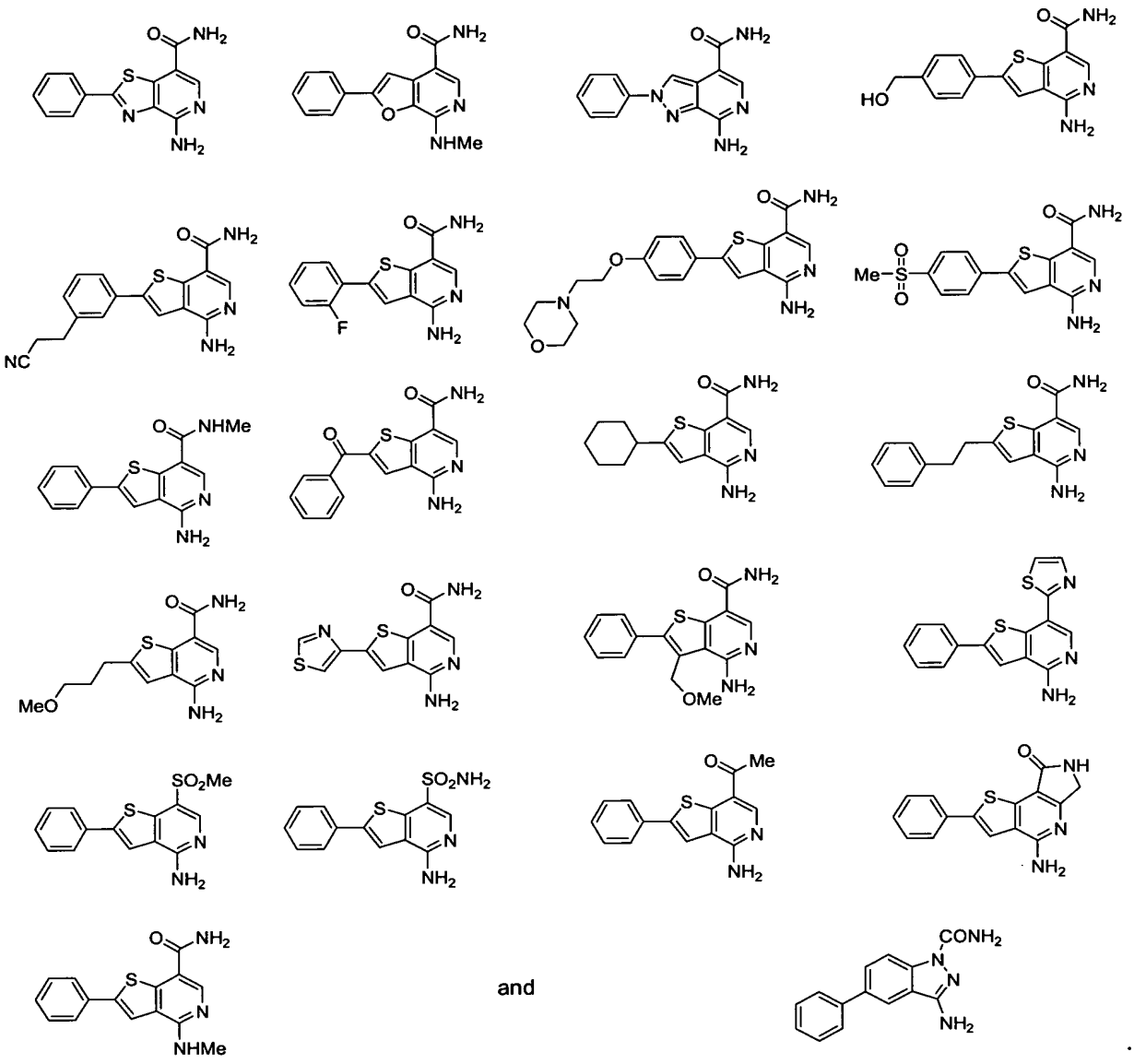
each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, halogen, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl; and

the subscript m is an integer of from 0 to 2.

7. The compound of Claim **5**, wherein R^2 is $-NHR^{2b}$.

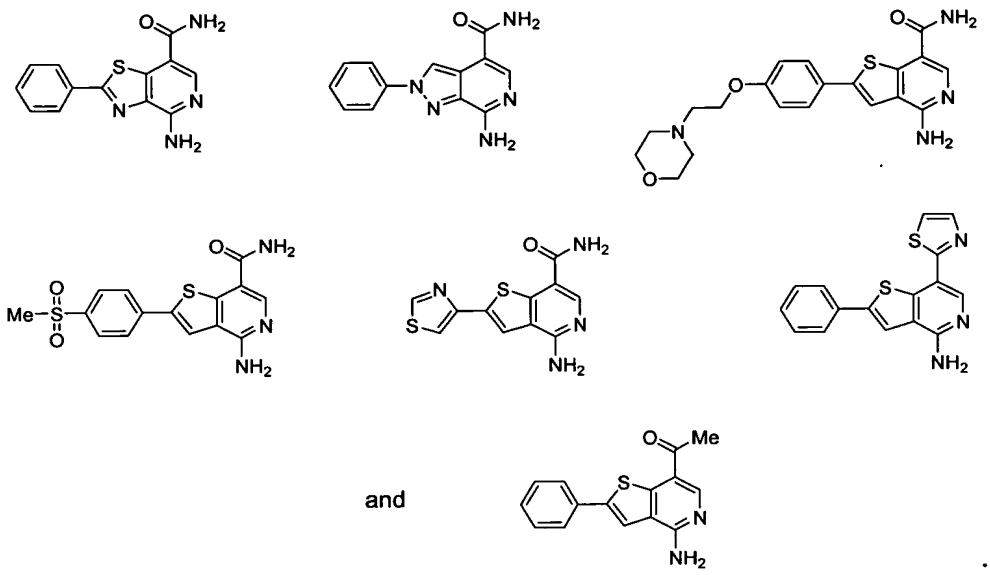
8. The compound of Claim **5**, wherein R^1 is selected from the group consisting of $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$, $-SO_2R^{1a}$, $-C(O)CH_3$ and thiazolyl and R^2 is $-NHR^{2b}$.

9. The compound of Claim **8**, having a formula selected from the group consisting of:



and

10. The compound of Claim **8**, having a formula selected from the group consisting of:



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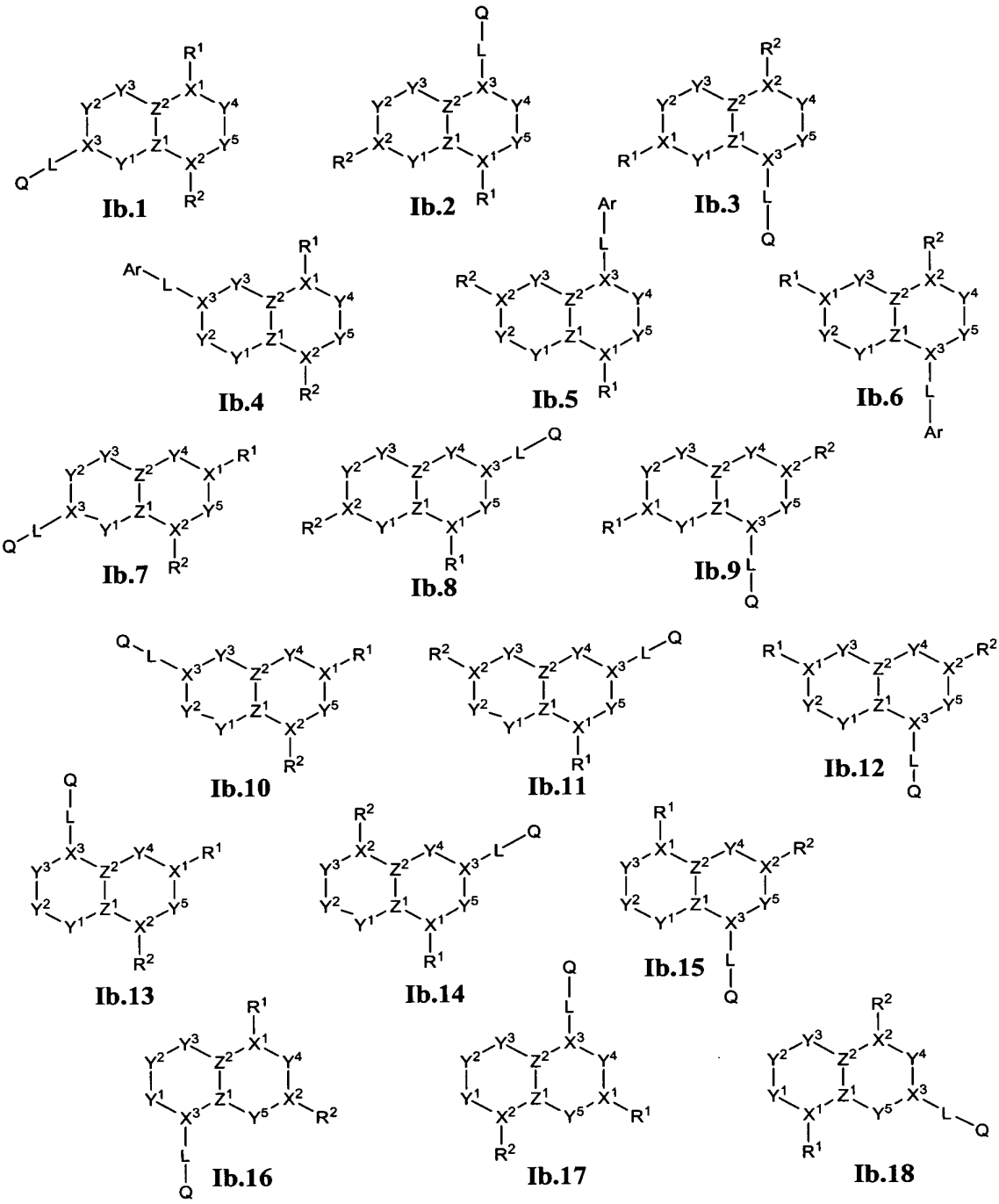
1 **11.** The compound of Claim **1**, having a formula selected from the group

2 consisting of:



wherein

X^1, X^2 and X^3 are independently selected from the group consisting of =C–, –CH– and –N–;

Y^1, Y^2, Y^3, Y^4 and Y^5 are independently selected from the group consisting of $=C(R^{5a})–$, $–C(R^5)(R^6)–$, –C(O)–, =N–, $–N(R^5)–$, –O– and $–S(O)_m–$;

Z^1 and Z^2 are independently CH or N;

each R^5 and R^6 is independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl;

each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl; and

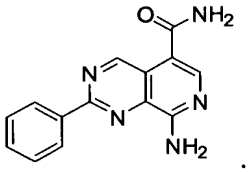
the subscript m is an integer of from 0 to 2.

12. The compound of Claim **11**, wherein R^2 is $-NHR^{2b}$.

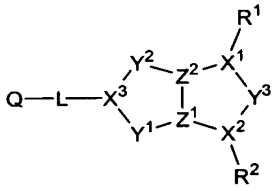
13. The compound of Claim **11**, wherein R^1 is selected from the group consisting of $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$ and $-C(O)CH_3$ and R^2 is $-NHR^{2b}$.

14. The compound of Claim **11**, wherein R^1 is $-C(O)NH_2$ and R^2 is $-NH_2$.

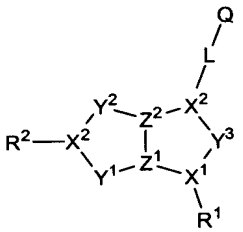
15. The compound of Claim **11**, having the formula:



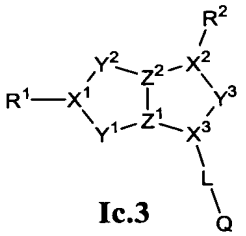
16. The compound of Claim **1**, having a formula selected from the group consisting of:



Ic.1



Ic.2



Ic.3

wherein

X^1, X^2 and X^3 are independently selected from the group consisting of =C–, –CH– and –N–;

Y^1, Y^2 and Y^3 are independently selected from the group consisting of $=C(R^{5a})-$, $-C(R^5)(R^6)-$, –C(O)–, =N–, $-N(R^5)-$, –O– and $-S(O)_m-$;

Z^1 and Z^2 are independently CH or N;

each R^5 and R^6 is independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl;

each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl; and

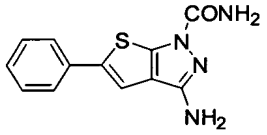
the subscript m is an integer of from 0 to 2.

17. The compound of Claim **16**, wherein R^2 is $-NHR^{2b}$.

18. The compound of Claim **16**, wherein R^1 is selected from the group consisting of from $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$ and $-C(O)CH_3$ and R^2 is $-NHR^{2b}$.

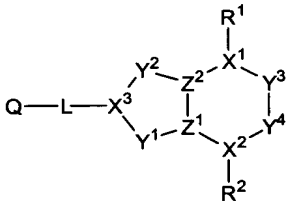
19. The compound of Claim **16**, wherein R^1 is $-C(O)NH_2$ and R^2 is $-NH_2$.

20. The compound of Claim **16**, having the formula:



.

21. A compound having the formula (**Ia.1**):



Ia.1

or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof, wherein

R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-C(O)R^{1a}$, -CH(=NOH), $-N(R^{1b})C(O)R^{1a}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, $-C(O)N(R^{1a})OR^{1b}$, $-(C_1$-$C_4)$alkylene-$N(R^{1b})C(O)R^{1a}$, $-(C_1$-$C_4)$alkylene-$C(O)NR^{1a}R^{1b}$ and heteroaryl; wherein R^{1a} and R^{1b} are selected from hydrogen, (C_1-C_6)alkyl, (C_2-C_4)alkenyl, (C_2-C_6)heteroalkyl, hydroxy(C_1-C_4)alkyl, fluoro(C_1-C_4)alkyl, cyano(C_1-C_4)alkyl, cyclo(C_3-C_8)alkyl,

mono- or di-hydroxycyclo(C_3-C_8)alkyl, heterocyclo(C_3-C_8)alkyl, heterocyclo(C_3-C_8)alkyl-(C_1-C_4)alkyl; and optionally, R^{1a} is attached to an adjacent ring member of W relative to the point of attachment of R^1 to form an additional 5- or 6-membered fused ring, or R^{1a} and R^{1b} are combined with their intervening atoms to form a 3-, 4-, 5- or 6-membered ring;

R^2 is selected from the group consisting of $-NR^{2a}R^{2b}$ and –OH; wherein R^{2a} and R^{2b} are selected from hydrogen, (C_1-C_6)alkyl, (C_2-C_4)alkenyl, (C_2-C_6)heteroalkyl, mono- or di-hydroxy(C_1-C_4)alkyl, fluoro(C_1-C_4)alkyl, cyano(C_1-C_4)alkyl, cyclo(C_3-C_8)alkyl, mono- or di-hydroxycyclo(C_3-C_8)alkyl, heterocyclo(C_3-C_8)alkyl, heterocyclo(C_3-C_8)alkyl-(C_1-C_4)alkyl, aryl, aryl(C_1-C_4)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl, $-C(O)$-(C_1-C_4)alkyl, $-C(O)$-(C_1-C_4)alkoxy, $-C(O)$-heterocyclo(C_3-C_8)alkyl and C(O)-fluoro(C_1-C_4)alkyl; and optionally, R^{2a} and R^{2b} may be combined with the nitrogen atom to which each is attached to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S;

L is a divalent linkage selected from the group consisting of a single bond, (C_1-C_4)alkylene, $-C(O)-$, $-C(O)N(R^3)-$, $-SO_2N(R^3)-$, $-C(R^3)=C(R^4)-$, $-O-$, $-S-$ and $-N(R^3)-$; wherein R^3 and R^4 are independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl;

Q is selected from the group consisting of (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)alkoxy, halogen, aryl, aryl(C_1-C_4)alkyl, heteroaryl, cyclo(C_3-C_8)alkyl, cyclo(C_5-C_8)alkenyl and heterocyclo(C_3-C_8)alkyl, wherein each of the moieties is optionally further substituted,

X^1, X^2 and X^3 are independently selected from the group consisting of =C–, –CH– and $-N-$;

Y^1, Y^2, Y^3 and Y^4 are independently selected from the group consisting of $=C(R^{5a})-$, $-C(R^5)(R^6)-$, $-C(O)-$, $=N-$, $-N(R^5)-$, $-O-$ and $-S(O)_m-$;

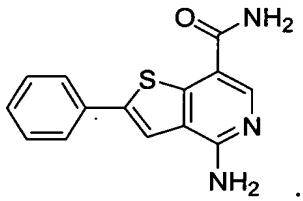
Z^1 and Z^2 are independently CH or N;

each R^3, R^4, R^5 and R^6 is independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl;

each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl; and

the subscript m is an integer of from 0 to 2;

with the proviso that said compound is other than



.

22. The compound of Claim **21**, wherein Q is selected from the group consisting of phenyl, naphthyl, pyridyl, furyl, thienyl, thiazolyl, isothiazolyl, triazolyl, imidazolyl, oxazolyl, isoxazolyl, pyrrolyl, pyrrolidinyl, pyrazolyl, pyrazinyl, pyridazinyl, pyrimidyl, benzofuryl, tetrahydrobenzofuryl, isobenzofuryl, benzthiazolyl, benzoisothiazolyl, benzotriazolyl, indolyl, isoindolyl, benzoxazolyl, quinolyl, tetrahydroquinolyl, isoquinolyl, benzimidazolyl, benzisoxazolyl, benzothienyl, cyclopentyl and cyclohexyl.

23. The compound of Claim **21**, wherein Q is unsubstituted phenyl or phenyl substituted with from 1 to 3 substituents selected from the group consisting of halogen, cyano, nitro, cyano(C_2-C_6)alkenyl, nitro(C_2-C_6)alkenyl, -R', −OR', −NR'R", −C(O)R', $-CO_2R'$, −C(O)NR'R", −NR"C(O)R', $-NR"CO_2R'$, −NR'C(O)NR"R''', −S(O)R', $-SO_2R'$, $-SO_2NR'R"$, $-NR"SO_2R'$, −OC(O)NR'R", −X-C(O)R', $-X-CO_2R'$, −X-C(O)NR'R", -X-NR"C(O)R', $-X-NR"CO_2R'$, -X-NR'C(O)NR"R''', -X-S(O)R', $-X-SO_2R'$, $-X-SO_2NR'R"$, $-X-NR"SO_2R'$ and -X-OC(O)NR'R", and optionally R' or R" is attached to an adjacent ring atom on the phenyl group to form a 5- or 6-membered fused ring; wherein

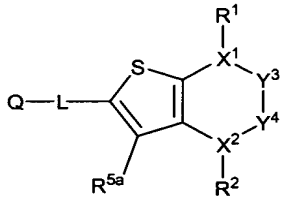
X is (C_1-C_6)alkylene; and

R', R'' and R''' are independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, (C_2-C_4)alkenyl, (C_1-C_6)heteroalkyl, hydroxy(C_1-C_4)alkyl, fluoro(C_1-C_4)alkyl, cyano(C_1-C_4)alkyl, cyano(C_1-C_4)haloalkyl, cyclo(C_3-C_8)alkyl, mono- or di-hydroxycyclo(C_3-C_8)alkyl, heterocyclo(C_3-C_8)alkyl, heterocyclo(C_3-C_8)alkyl-(C_1-C_4)alkyl, aryl, aryl(C_1-C_4)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl, −C(O)-(C_1-C_4)alkyl, −C(O)-(C_1-C_4)alkoxy, −C(O)-

heterocyclo(C_3-C_8)alkyl and -C(O)-fluoro(C_1-C_4)alkyl; and optionally, any two of R', R'' and R''' can be combined with their intervening atom(s) to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S..

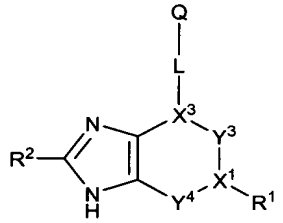
24. The compound of Claim **21**, wherein R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, $-C(O)R^{1a}$, imidazolyl, pyrazolyl, tetrazolyl, oxazolyl, thiazolyl, thienyl and pyridyl.

25. The compound of Claim **21**, having the formula (**III**):



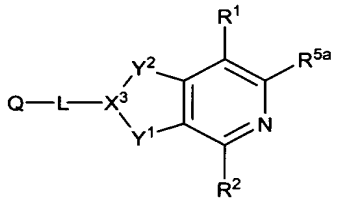
III.

26. The compound of Claim **21**, having the formula (**IV**):



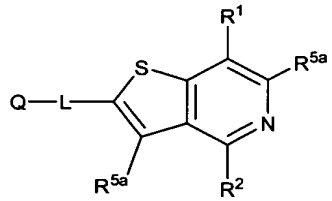
IV.

27. The compound of Claim **21**, having the formula (**V**):



V.

28. The compound of Claim **21**, having the formula (**VI**):



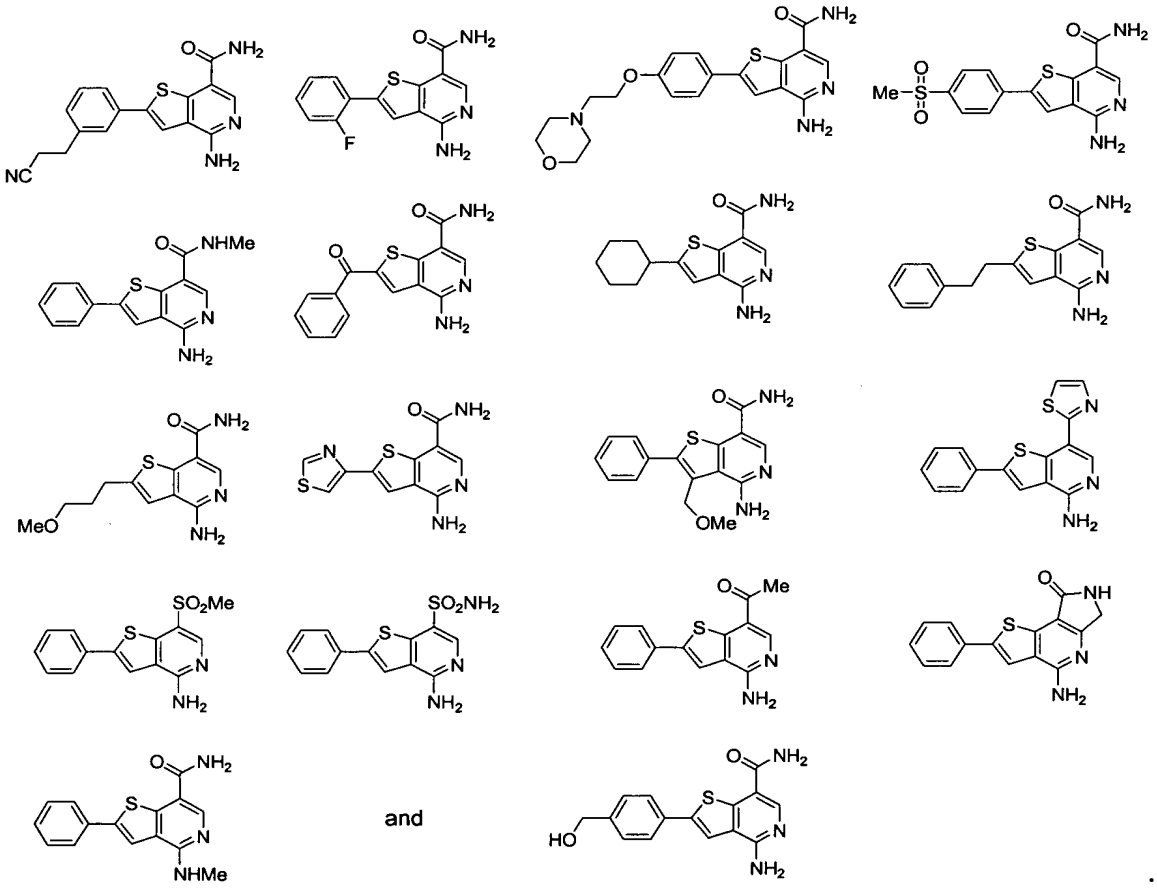
wherein each R^{5a} is independently from the group consisting of hydrogen, halogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl.

29. The compound of Claim **28**, wherein R^2 is $-NHR^{2b}$.

30. The compound of Claim **28**, wherein R^1 is selected from the group consisting of $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$, $-SO_2R^{1a}$, heteroaryl and $-C(O)CH_3$ and R^2 is $-NHR^{2b}$.

31. The compound of Claim **28**, wherein R^1 is selected from the group consisting of $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$, $-SO_2R^{1a}$, heteroaryl and $-C(O)CH_3$, R^2 is $-NHR^{2b}$ and each R^{5a} is hydrogen.

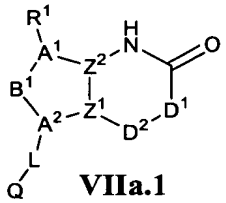
32. The compound of Claim **31**, selected from the group consisting of:



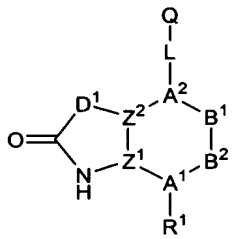
and

.

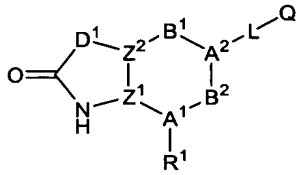
33. A compound having a formula selected from the group consisting of:



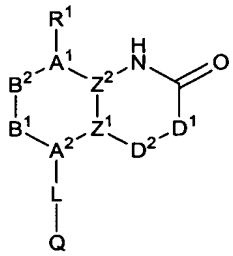
VIIa.1



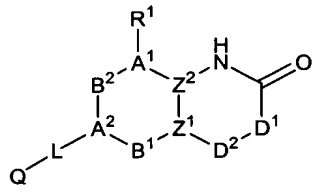
VIIa.2



VIIa.3



VIIb.1



VIIb.2

or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof, wherein

R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-C(O)R^{1a}$, -CH(=NOH), $-N(R^{1b})C(O)R^{1a}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, $-C(O)N(R^{1a})OR^{1b}$, $-(C_1\text{-}C_4)$alkylene-$N(R^{1b})C(O)R^{1a}$, $-(C_1\text{-}C_4)$alkylene-$C(O)NR^{1a}R^{1b}$ and heteroaryl; wherein R^{1a} and R^{1b} are selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_2\text{-}C_6)$heteroalkyl, hydroxy$(C_1\text{-}C_4)$alkyl, fluoro$(C_1\text{-}C_4)$alkyl, cyano$(C_1\text{-}C_4)$alkyl, cyclo$(C_3\text{-}C_8)$alkyl, mono- or di-hydroxycyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl-$(C_1\text{-}C_4)$alkyl; and optionally, R^{1a} is attached to an adjacent ring member of W relative to the point of attachment of R^1 to form an additional 5- or 6-membered fused ring, or R^{1a} and R^{1b} are combined with their intervening atoms to form a 3-, 4-, 5- or 6-membered ring;

L is a divalent linkage selected from the group consisting of a single bond, $(C_1\text{-}C_4)$alkylene, $-C(O)-$, $-C(O)N(R^3)-$, $-SO_2N(R^3)-$, $-C(R^3)=C(R^4)-$, $-O-$, $-S-$ and $-N(R^3)-$; wherein R^3 and R^4 are independently selected from the group consisting of hydrogen, $(C_1\text{-}C_6)$alkyl, cyclo$(C_3\text{-}C_8)$alkyl, aryl, aryl$(C_1\text{-}C_4)$alkyl, hetero$(C_1\text{-}C_6)$alkyl, heterocyclo$(C_5\text{-}C_8)$alkyl, heteroaryl, heteroaryl$(C_1\text{-}C_4)$alkyl and arylhetero$(C_1\text{-}C_4)$alkyl;

Q is selected from the group consisting of $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, $(C_1\text{-}C_6)$alkoxy, halogen, aryl, aryl$(C_1\text{-}C_4)$alkyl, heteroaryl, cyclo$(C_3\text{-}C_8)$alkyl, cyclo$(C_5\text{-}C_8)$alkenyl

and heterocyclo(C_3-C_8)alkyl, wherein each of the moieties is optionally further substituted,

A^1 and A^2 are independently selected from the group consisting of =C–, –CH– and –N–;

B^1 and B^2 are independently selected from the group consisting of $=C(R^{5a})-$, $-C(R^5)(R^6)-$, –C(O)–, =N–, $-N(R^5)-$, –O– and $-S(O)_m-$;

D^1 is selected from the group consisting of $-C(R^7)(R^8)-$, $-N(R^7)-$ and –O–;

D^2 is selected from the group consisting of $-C(R^9)(R^{10})-$, –C(O)–, $-N(R^9)-$, –O– and $-S(O)_n-$;

optionally, D^1–D^2 may be $-C(R^{11})=C(OR^{12})-$ or $-C(R^{11})=N-$,

Z^1 and Z^2 are independently CH or N;

each R^3, R^4, R^5, R^6, R^7, R^8, R^9 and R^{10} is independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl;

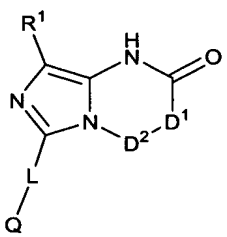
each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl;

R^{11} and R^{12} are independently selected from the group consisting of hydrogen and (C_1-C_6)alkyl, aryl and aryl(C_1-C_4)alkyl; and

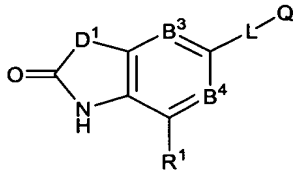
the subscripts m and n are independently an integer of from 0 to 2;

with the proviso that D^1 and D^2 are not both $-N(R^9)-$ or –O–.

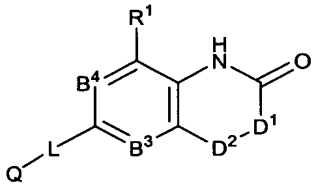
34. The compound of Claim **33**, having a formula selected from the group consisting of:



VIII



IX



X

wherein B^3 and B^4 are independently $C(R^{5a})$ or N.

35. A pharmaceutical composition comprising a pharmaceutically acceptable carrier, excipient or diluent and a compound of any one of Claims **1-34**.

36. A method for treating or preventing an inflammatory, metabolic, infectious, cell proliferative or immune disease or condition, said method comprising administering to a subject in need thereof a therapeutically effective amount of a compound of any one of Claims 1-**34**.

37. A method in accordance with Claim **36**, wherein said inflammatory, metabolic, infectious, cell proliferative or immune disease or condition is selected from the group consisting of rheumatoid arthritis, inflammatory bowel disease, psoriasis, cancer, diabetes, septic shock, asthma, allergic disease, multiple sclerosis and graft rejection.

38. A method in accordance with Claim **36**, wherein said compound is administered orally, topically, intravenously or intramuscularly.

39. A method in accordance with Claim **36**, wherein said compound is administered in combination with a second therapeutic agent selected from the group consisting of prednisone, dexamethasone, beclomethasone, methylprednisone, betamethasone, hydrocortisone, methotrexate, cyclosporin, rapamycin, tacrolimus, an antihistamine, a TNF antibody, an IL-1 antibody, a soluble TNF receptor, a soluble IL-1 receptor, a TNF or IL-1 receptor antagonist, a non-steroidal antiinflammatory agent, a COX-2 inhibitor, an antidiabetic agent, an anticancer agent, hydroxycloroquine, D-penicillamine, infliximab, etanercept, auranofin, aurothioglucose, sulfasalazine, sulfasalazine analogs, mesalamine, corticosteroids, corticosteroid analogs, 6-mercaptopurine, interferon β-1β, interferon β-1α, azathioprine, glatiramer acetate, a glucocorticoid and cyclophosphamide.

40. A method for treating or preventing a disease or condition responsive to IKK modulation, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of any one of Claims **1-34**.

41. A method for treating or preventing a disease or condition mediated by IKK, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of any one of Claims **1-34**.

42. A method for modulating IKK, comprising contacting a cell with a compound of any one of Claims **1-34**.

43. The method of Claim **42**, wherein said compound inhibits IKK.

44. The method of Claim **42**, wherein said compound inhibits IKKβ.

45. The method of Claim **42**, wherein said compound inhibits IKKβ and IKKα.